

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

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FOR THE D.C. CIRCUIT

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STATE OF WISCONSIN, *ex. rel.*  
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STATE OF FLORIDA, *ex. rel.*  
Attorney General ROBERT A. BUTTERWORTH,

STATE OF ILLINOIS, *ex. rel.*  
Attorney General JIM RYAN,

CIVIL ACTION NO. \_\_\_\_\_

DISTRICT OF COLUMBIA, *ex. rel.*  
Corporation Counsel ROBERT R. RIGSBY,

COMPLAINT

STATE OF MINNESOTA, *ex. rel.*  
Attorney General MIKE HATCH,

STATE OF ALASKA, *ex. rel.*  
Attorney General BRUCE M. BOTELHO,

STATE OF ARIZONA, *ex. rel.*  
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STATE OF CALIFORNIA, *ex. rel.*  
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STATE OF COLORADO, *ex. rel.*  
Attorney General KEN SALAZAR,

STATE OF CONNECTICUT, *ex. rel.*  
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STATE OF DELAWARE, *ex. rel.*  
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Attorney General THURBERT E. BAKER,

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Attorney General A.B. CHANDLER III,

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STATE OF MONTANA, *ex. rel.*  
Attorney General JOSEPH P. MAZUREK,

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STATE OF NEVADA, *ex. rel.*  
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STATE OF OREGON, *ex. rel.*  
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STATE OF RHODE ISLAND, *ex. rel.*  
Attorney General SHELDON WHITEHOUSE,

STATE OF SOUTH CAROLINA, *ex. rel.*  
Attorney General CHARLIE CONDON,

STATE OF SOUTH DAKOTA, *ex. rel.*  
Attorney General MARK BARNETT,

STATE OF TENNESSEE, *ex. rel.*  
Attorney General PAUL G. SUMMERS,

STATE OF TEXAS, *ex. rel.*  
Attorney General JOHN CORNYN,

STATE OF UTAH, *ex. rel.*  
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STATE OF VERMONT, *ex. rel.*  
Attorney General WILLIAM H. SORRELL,

COMMONWEALTH OF VIRGINIA, *ex. rel.*  
Attorney General MARK L. EARLEY,

STATE OF WASHINGTON, *ex. rel.*  
Attorney General CHRISTINE O. GREGOIRE,

STATE OF WEST VIRGINIA, *ex. rel.*  
Attorney General DARRELL V. McGRAW, JR.,

STATE OF WYOMING, *ex. rel.*  
Attorney General GAY WOODHOUSE,

Plaintiffs,

v.

HOFFMANN-LA ROCHE INC., ROCHE VITAMINS INC.,  
AVENTIS ANIMAL NUTRITION S.A.;  
DAIICHI PHARMACEUTICAL CO., LTD.;  
EISAI CO., LTD; TAKEDA CHEMICAL INDUSTRIES, LTD., and  
BASF CORPORATION,

Defendants.

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### COMPLAINT

Plaintiffs, the States, Commonwealths, and Districts of ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, HAWAII, IDAHO, ILLINOIS, INDIANA, IOWA, KANSAS, KENTUCKY, MAINE, MARYLAND, MICHIGAN, MINNESOTA, MONTANA, NEBRASKA, NEVADA, NEW HAMPSHIRE, NEW MEXICO, NEW YORK, NORTH CAROLINA, NORTH DAKOTA, OHIO, OKLAHOMA, OREGON, PUERTO RICO, RHODE ISLAND, SOUTH CAROLINA, SOUTH DAKOTA, TENNESSEE, TEXAS, UTAH, VERMONT, VIRGINIA, WASHINGTON, WEST VIRGINIA, WISCONSIN, AND WYOMING ("Plaintiff States") bring this action in their sovereign capacities against the Defendants for monetary damages for proprietary purchases of vitamins and indirect vitamin products, civil penalties, and injunctive relief to compensate for injuries sustained as a result of Defendants' violations of the antitrust laws of the United States and the antitrust laws of the Plaintiff States. The Plaintiff States allege, upon information and belief (except as to Plaintiff and jurisdictional facts), the following:

## **I.**

### **NATURE OF THE ACTION**

1. The Plaintiff States allege that the Defendants engaged in a price-fixing conspiracy in violation of the antitrust laws of the United States and the antitrust laws of the Plaintiff States.

2. In summary, the alleged violation consisted of a ten-year conspiracy to fix and raise prices and to allocate market share and customers in the market for bulk vitamins. The effect of the conspiracy was to raise prices for vitamins and vitamin products.

3. The Plaintiff States bring this action in their sovereign capacity for damages arising from the direct and indirect purchases by the Plaintiff States of vitamins and products containing vitamins, for penalties and for injunctive relief.

## **II.**

### **JURISDICTION AND VENUE**

4. Plaintiff States bring this action under Section 4 and Section 16 of the Clayton Act, 15 U.S.C. §§ 15 and 26, to recover monetary relief for injuries sustained and for injunctive relief against Defendants' price-fixing conspiracies in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1.

5. Venue is proper in this District under Section 12 of the Clayton Act, 15 U.S.C. § 22, and 28 U.S.C. § 1391(b) and (c), because the Defendants are found, reside or do business within the District of Columbia, or because the claims alleged arose, in part, in this judicial district.

6. The Complaint also alleges violations of various state antitrust and unfair trade practices statutes. All claims under federal and state law are based upon a common nucleus of operative facts and the entire action commenced by this Complaint constitutes a single case which would ordinarily be tried in one judicial proceeding.

7. This Court has pendent jurisdiction over the claims based upon state law. Pendent jurisdiction should be exercised in the interests of judicial economy, convenience and fairness.

### **III.**

#### **THE PARTIES**

8. The Plaintiff States are fully set forth and identified above.

9. Defendant Hoffmann-La Roche Inc. ("Roche Inc.") is a New Jersey corporation with operations in the United States, with its principal place of business in Nutley, New Jersey. Roche Inc. was engaged in the business of the distribution and sale of vitamins, vitamin premixes, and bulk vitamins throughout the United States and the world until at least 1997.

10. Defendant Roche Vitamins Inc. ("Roche Vitamins") is a Delaware corporation, with its principal place of business in New Jersey. Roche Vitamins is directly engaged in the business of the distribution and sale of vitamins, vitamin premixes, and bulk vitamin products throughout the United States and the world. Roche Inc. and Roche Vitamins are hereinafter collectively referred to as "Roche."

11. Defendant Aventis Animal Nutrition S.A. ("Aventis") is a French corporation, with its principal place of business in Antony, France. It was formerly known as Rhone-Poulenc Animal Nutrition S.A. Aventis, through its affiliates, is engaged in the business of the distribution and sale of vitamins, vitamin premixes, and bulk vitamin products throughout the United States and the world.

12. Defendant BASF Corporation ("BASF") is a Delaware corporation with operations in the United States, with its principal place of business in Mount Oliver, New Jersey. BASF Corporation is engaged in the business of the distribution and sale of vitamins, vitamin premixes and bulk vitamin products throughout the United States and the world.

13. Defendant Daiichi Pharmaceutical Co., Ltd. ("Daiichi") is a Japanese corporation with its principal place of business in Tokyo, Japan. Daiichi is engaged in the business of the distribution and sale of vitamins, vitamin premixes, and bulk vitamin products throughout the United States and the world.

14. Defendant Eisai Co., Ltd. ("Eisai") is a Japanese corporation with its principal place of business in Tokyo, Japan. Eisai is engaged in the business of the distribution and sale of vitamins, vitamin premixes, and bulk vitamin products throughout the United States and the world.

15. Defendant Takeda Chemical Industries, Ltd. ("Takeda") is a Japanese corporation with operations in the United States. Takeda, through its affiliates, is engaged in the business of the distribution and sale of vitamins, vitamin premixes and bulk vitamin products throughout the United States and the world.

16. The Defendants named in this Complaint are referred to herein as the "Defendants."

17. The acts charged in this Complaint as having been done by Defendants were authorized, ordered, or done by their officers, agents, employees, or representatives while actively engaged in the management of Defendants' business or affairs and acting within the scope of their authority.

18. Various other persons, companies and corporations, which have not been named as defendants, have participated as co-conspirators with Defendants in the violations alleged and have performed acts and made statements in the United States and elsewhere in furtherance thereof.

#### **IV.**

##### **TRADE AND COMMERCE**

19. Vitamins are organic compounds required in the diet of humans and animals for normal growth and maintenance of life. Vitamins are essential sources of certain coenzymes necessary for metabolism, the biochemical processes that support life. All known vitamins have been synthesized chemically, and such synthesized vitamins are manufactured and sold by the Defendants and their corporate co-conspirators. Vitamins are necessary for the normal and healthy growth and development of both humans and animals. Large quantities of vitamins are sold directly and indirectly to Plaintiff States.

20. Defendants are manufacturers, marketers, and distributors of vitamins (synthetic and natural, and in dry and oil form), vitamin premixes, and other vitamin products for sale throughout the United States. The manufacture of vitamins, vitamin premixes and other vitamin products is a multi-billion dollar a year industry worldwide. The North American market for vitamins used in animal nutrition alone is an over \$500 million a year industry.

21. Defendants are also engaged in the sale, marketing, and distribution of vitamins, vitamin premixes, and other vitamin products to manufacturers and distributors of products containing vitamins, including vitamin supplements designed for human consumption and vitamin enriched foods. Such products are purchased in large quantities by the Plaintiff States each year.

22. The activities of the Defendants in the regular, continuous, and substantial flow of interstate commerce have had and do have a substantial impact upon interstate commerce.

#### **V.**

##### **FIRST CLAIM FOR RELIEF**

23. Beginning not later than 1989, the Defendants and their co-conspirators entered into



and engaged in a combination and conspiracy to suppress competition by fixing the price, and allocating the markets and sales volumes, of vitamins, vitamin premixes, bulk vitamins and vitamin products offered for sale in the United States. Their conduct was an unreasonable restraint of trade in commerce in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1.

24. The conspiracy engaged in by the Defendants and their co-conspirators consisted of a continuing agreement, understanding and concert of action among the conspirators to fix prices, allocate markets and volumes of sales, of vitamins, vitamin premixes, bulk vitamins, and other vitamin products in the United States.

25. The conspiracy engaged in by the Defendants affected at least the following vitamins during at least the time periods indicated:

- (i) vitamins A and E sold in the United States and elsewhere, from January 1990 into February 1999;
- (ii) vitamin B2 (Riboflavin) sold in the United States and elsewhere, from at least January 1991 into at least Fall 1995;
- (iii) vitamin B5 (CalPan) sold in the United States and elsewhere, from January 1991 into at least December 1998;
- (iv) vitamin C sold in the United States and elsewhere, from January 1991 into at least the late Fall 1995;
- (v) beta carotene sold in the United States and elsewhere, from January 1991 into at least December 1998; and,
- (vi) vitamin premixes sold to customers located throughout the United States, from January 1991 into at least December 1997.

26. The acts committed by the Defendants in establishing and in furtherance of the conspiracies violate federal and state antitrust law.

27. On May 20, 1999, F. Hoffmann-La Roche Ltd., affiliate of Hoffmann-La Roche Inc. and Roche Vitamins Inc., and BASF Aktiengesellschaft, parent of BASF Corporation, agreed to plead guilty to breaches of Federal Antitrust Law. Defendant Aventis avoided criminal prosecution in the United States for the illegal acts alleged in this Complaint by participating in the United States Department of Justice Corporate Leniency Program. On September 9, 1999, Daiichi Pharmaceutical Co. Ltd., Eisai Co., Ltd. and Takeda Vitamin & Food USA, agreed to plead guilty to breaches of Federal Antitrust Law.

## **VI.**

### **SECOND CLAIM FOR RELIEF**

28. Plaintiff State of Arizona repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

29. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Arizona Uniform State Antitrust Act, A.R.S. §§ 44-1401 *et seq.*

## **VII.**

### **THIRD CLAIM FOR RELIEF**

30. Plaintiff State of California repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

31. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of California's Cartwright Act, Cal. Bus. & Prof. Code §§ 16720 *et seq.*; and California's Unfair Competition Act, Cal. Bus. & Prof. Code §§ 17200 *et seq.*

## **VIII.**

### **FOURTH CLAIM FOR RELIEF**

32. Plaintiff State of Colorado repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

33. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of the Colorado Antitrust Act of 1992, § 6-4-104, Colo. Rev. Stat. (1999).

## **IX.**

### **FIFTH CLAIM FOR RELIEF**

34. Plaintiff State of Delaware repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

35. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of the Delaware Antitrust Act, 6 Delaware Code, Chapter 21, and Delaware's Uniform Deceptive Trade Practices Act, 6 Delaware Code, Subchapter 111, Sec. 2532.

## **X.**

### **SIXTH CLAIM FOR RELIEF**

36. Plaintiff District of Columbia repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

37. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of District of Columbia Antitrust Act, D.C. Code § 28-4501-4518 (1996 Rpl.).

**XI.**

**SEVENTH CLAIM FOR RELIEF**

38. Plaintiff State of Florida repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

39. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Florida Statutes §§ 501.201 *et seq.*; § 542.18.

**XII.**

**EIGHTH CLAIM FOR RELIEF**

40. Plaintiff State of Georgia repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

41. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Official Code of Georgia Annotated (OCGA) § 13-8-2, and the Georgia Fair Business Practices Act, OCGA §§ 10-1-390 *et seq.*

**XIII.**

**NINTH CLAIM FOR RELIEF**

42. Plaintiff State of Hawaii repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

43. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Hawaii Revised Statutes §§ 480-2, 480-4.

**XIV.**

**TENTH CLAIM FOR RELIEF**

44. Plaintiff State of Idaho repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

45. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Idaho Competition Act, Idaho Code §§ 48-101 *et seq.*, and the Idaho Consumer Protection Act § 48-603(18).

**XV.**

**ELEVENTH CLAIM FOR RELIEF**

46. Plaintiff State of Illinois repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

47. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Illinois Antitrust Act 740 ILCS 10/1 *et seq.*

**XVI.**

**TWELFTH CLAIM FOR RELIEF**

48. Plaintiff State of Indiana repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

49. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Indiana Code §§ 24-1-1-1 *et seq.*

**XVII.**

**THIRTEENTH CLAIM FOR RELIEF**

50. Plaintiff State of Iowa repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

51. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Iowa Competition Law, Iowa Code Chapter 553.

**XVIII.**

**FOURTEENTH CLAIM FOR RELIEF**

52. Plaintiff State of Kansas repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

53. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Kansas Statutes Annotated §§ 50-101 *et seq.*

**XIX.**

**FIFTEENTH CLAIM FOR RELIEF**

54. Plaintiff State of Maine repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

55. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of 10 Me. Rev. Stat. § 1101 *et seq.*; and 5 Me. Rev. Stat. § 205-A. *et seq.*

**XX.**

**SIXTEENTH CLAIM FOR RELIEF**

56. Plaintiff State of Maryland repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

57. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Md. Com. Law Code Ann. § 11-201 *et seq.*

**XXI.**

**SEVENTEENTH CLAIM FOR RELIEF**

58. Plaintiff State of Michigan repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

59. The aforementioned conspiracies by Defendants and their co-conspirators were and

are in violation of Michigan Antitrust Reform Act (MARA), Mich. Comp. Laws Ann. §§ 445.771 *et seq.* and Michigan Statutes Annotated §§ 28.70(1) *et seq.*

**XXII.**

**EIGHTEENTH CLAIM FOR RELIEF**

60. Plaintiff State of Minnesota repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

61. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Minn. Stat. §§ 325D.49 - 325D.66 (1998).

**XXIII.**

**NINETEENTH CLAIM FOR RELIEF**

62. Plaintiff State of Montana repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

63. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Montana Code Ann. § 30-14-205.

**XXIV.**

**TWENTIETH CLAIM FOR RELIEF**

64. Plaintiff State of Nebraska repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

65. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Neb. Rev. Stat. § 59-801 through 59-831 (1998) and Neb. Rev. Stat. § 59-1601 through 59-1623 (1998).

**XXV.**

**TWENTY-FIRST CLAIM FOR RELIEF**

66. Plaintiff State of Nevada repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

67. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Nevada Unfair Trade Practice Act, Nev. Rev. Stat. Chapter 598A.

**XXVI.**

**TWENTY-SECOND CLAIM FOR RELIEF**

68. Plaintiff State of New Hampshire repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

69. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of New Hampshire RSA 356.

**XXVII.**

**TWENTY-THIRD CLAIM FOR RELIEF**

70. Plaintiff State of New Mexico repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

71. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of § 1 of the New Mexico Antitrust Act, §§ 57-1-1 *et seq.*, NMSA 1978 (1995 Repl.).

**XXVIII.**

**TWENTY-FOURTH CLAIM FOR RELIEF**

72. Plaintiff State of New York repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.



73. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of N.Y. Gen. Bus. Law §§ 340 *et seq.*

**XXIX.**

**TWENTY-FIFTH CLAIM FOR RELIEF**

74. Plaintiff State of North Carolina repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

75. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of North Carolina General Statutes §§ 75-1, 75-1.1, 75-2.

**XXX.**

**TWENTY-SIXTH CLAIM FOR RELIEF**

76. Plaintiff State of North Dakota repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

77. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of North Dakota's Uniform State Antitrust Act, N.D. Cent. Code §§ 51-08.1-01 *et seq.*

**XXXI.**

**TWENTY-SEVENTH CLAIM FOR RELIEF**

78. Plaintiff State of Oregon repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

79. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Oregon Revised Statutes §§ 646.705 *et. seq.*

**XXXII.**

**TWENTY-EIGHTH CLAIM FOR RELIEF**

80. Plaintiff Commonwealth of Puerto Rico repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

81. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Commonwealth of Puerto Rico Antitrust Act of 1964, Laws of Puerto Rico Annotated, Title 10 §§ 257 *et seq.* (10 L.P.R.A. §§ 257 *et seq.*).

**XXXIII.**

**TWENTY-NINTH CLAIM FOR RELIEF**

82. Plaintiff State of Rhode Island repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

83. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Rhode Island Antitrust Act, R.I. Gen. Laws § 6-36-6.

**XXXIV.**

**THIRTIETH CLAIM FOR RELIEF**

84. Plaintiff State of South Dakota repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

85. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of South Dakota Codified Laws ch. 37-1.

**XXXV.**

**THIRTY-FIRST CLAIM FOR RELIEF**

86. Plaintiff State of Tennessee repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

87. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Tennessee Antitrust Act, Tenn. Code Ann. §§ 47-25-101 *et seq.*, and the Tennessee Consumer Protection Act, Tenn. Code Ann. §§ 47-18-101 *et seq.*

**XXXVI.**

**THIRTY-SECOND CLAIM FOR RELIEF**

88. Plaintiff State of Texas repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

89. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Texas Free Enterprise and Antitrust Act of 1983, Tex. Bus. & Com. Code §§ 15.01 *et seq.*

**XXXVII.**

**THIRTY-THIRD CLAIM FOR RELIEF**

90. Plaintiff State of Vermont repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

91. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of the Vermont Consumer Fraud Act, 9 VSA §§ 2451 *et seq.*

**XXXVIII.**

**THIRTY-FOURTH CLAIM FOR RELIEF**

92. Plaintiff Commonwealth of Virginia repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

93. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Virginia Antitrust Act, Va. Code §§ 59.1-9.1 *et seq.*

**XXXIX.**

**THIRTY-FIFTH CLAIM FOR RELIEF**

94. Plaintiff State of Washington repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

95. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of the Washington Consumer Protection Act, RCW 19.86.030.

**XL.**

**THIRTY-SIXTH CLAIM FOR RELIEF**

96. Plaintiff State of West Virginia repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

97. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of the West Virginia Antitrust Act, W. Va. Code §§ 47-18-1 *et seq.* and the West Virginia Consumer Credit and Protection Act, W. Va. Code §§ 46A-1-101 *et seq.*

**XLI.**

**THIRTY-SEVENTH CLAIM FOR RELIEF**

98. Plaintiff State of Wisconsin repeats and realleges each and every allegation contained in paragraphs 1-27 with the same force and effect as if here set forth in full.

99. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Wisconsin Trusts and Monopolies Law, Wis. Stat. §§ 133.03(1) and 133.16; Wisconsin Marketing; Trade Practices, Wis. Stat. § 100.20.

**XLII.**

**THIRTY-EIGHTH CLAIM FOR RELIEF**

100. Plaintiff State of Wyoming repeats and realleges each and every allegation contained

in paragraphs 1-27 with the same force and effect as if here set forth in full.

101. The aforementioned conspiracies by Defendants and their co-conspirators were and are in violation of Wyoming Statutes § 40-4-101 *et seq.* and § 40-12-101 *et seq.*

### **XLIII.**

#### **EFFECTS**

102. The unlawful contracts, combinations, and conspiracies of the Defendants have had the following effects among others:

a) Price competition in the sale of vitamins and vitamin products has been restrained, suppressed and eliminated throughout the United States;

b) Prices for vitamins and vitamin products sold by the Defendants and their co-conspirators have been raised, fixed, maintained and stabilized at artificially high and noncompetitive levels throughout the United States;

c) The Plaintiff States, who purchase significant amounts of vitamins and vitamin products, have paid more for these products than they would have paid in a truly competitive market;

d) Markets and customers have been divided among the Defendants such that Plaintiff States have not been able to purchase vitamins at prices they would have paid in a truly competitive market.

103. Each of these acts resulted in the illegal restraint of trade and commerce and acted to destroy free and open competition in our market system and, thereby, resulted in increased costs and the deterioration in quality of commodities and services to the Plaintiff States.

104. As a direct and proximate result of the Defendants' unlawful conduct, the Plaintiff States have been irreparably harmed and injured in their business and property.

### **PRAYER FOR RELIEF**

WHEREFORE, the Plaintiff States pray that the Court:

1. Adjudge and decree that the Defendants have engaged in an unlawful contract, combination and conspiracy, in violation of Section 1 of the Sherman Act, 15 U.S.C. § 1.
2. Adjudge and decree that the Defendants have engaged in unlawful conduct in violation of the state statutes referred to herein.
3. Enter judgment in favor of the Plaintiff States, in their sovereign capacities, and against the Defendants, jointly and severally, for the damages determined to have been sustained by them as a result of the Defendants' violation of the above-referenced federal and state antitrust laws.
4. Enter judgment against each Defendant for the maximum penalty allowed under those state statutes referred to herein.
5. Enjoin the Defendants or their designated affiliate from continuing or repeating the unlawful combination or conspiracies alleged herein or other appropriate injunctive relief.

## JURY TRIAL DEMAND

Plaintiffs demand trial by jury pursuant to Rule 38(b) of the Federal Rules of Civil . -

Procedure on all issues triable of right by a jury.

Dated: *December 5, 2000*

ROBERT R. RIGSBY  
Corporation Counsel, D.C.

*Sharon Styles-Anderson/BR*  
Sharon Styles-Anderson (D.C. Bar #412158)  
Senior Deputy Corporation Counsel for  
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*Charlotte W. Parker/BR*  
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Acting Deputy Corporation Counsel

*Bennett Rushkoff*  
Bennett Rushkoff (D.C. Bar #386925)  
Senior Counsel  
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441 4<sup>th</sup> Street, N.W., Suite 450-N  
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(202) 727-3500

ELIOT SPITZER  
Attorney General of New York

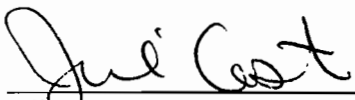
Harry First  
Chief, Antitrust Bureau

*Kathleen Harris*  
Kathleen Harris  
Deputy Bureau Chief  
**Liaison Counsel for Plaintiff States**  
120 Broadway, Suite 26-01  
New York, New York 10271  
(212) 416-8277

ATTORNEYS FOR PLAINTIFFS

DATED this 2<sup>nd</sup> day of October, 2000.

BRUCE M. BOTELHO  
ATTORNEY GENERAL  
STATE OF ALASKA

By:   
Julia Coster  
Assistant Attorney General



Signature block for the Plaintiff State of Arizona for the State Vitamins Purchaser Complaint

Dated: September 25, 2000  
Phoenix, Arizona

JANET NAPOLITANO  
Attorney General

A handwritten signature in black ink, appearing to read "Paul A. Bullis", written over a horizontal line.

PAUL A. BULLIS

Chief Counsel

Public Advocacy Division

NANCY M. BONNELL

Antitrust Unit Chief

Consumer Protection and Advocacy Section

1275 W. Washington Street

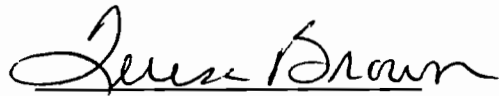
Phoenix, Arizona 85007-2926

Telephone: (602) 542-7711

Facsimile: (602) 542-9088

State of Arkansas  
Mark Pryor  
Attorney General

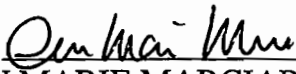
By:

A handwritten signature in cursive script, appearing to read "Teresa Brown", written over a horizontal line.


Teresa Brown 84113  
Senior Assistant Attorney General  
323 Center St., Ste. 200  
Little Rock, AR 72223  
(501) 682-3561

Date: October 10, 2000

BILL LOCKYER, Attorney General  
of the State of California  
THOMAS GREENE  
Senior Assistant Attorney General  
KATHLEEN E. FOOTE  
Supervising Deputy Attorney General

By:   
ANN MARIE MARCIARILLE  
Deputy Attorney General

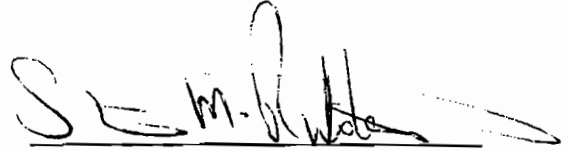
KEN SALAZAR  
Attorney General

  
\_\_\_\_\_  
MARIA E. BERKENKOTTER, 16781\*  
First Assistant Attorney General  
Antitrust Unit

Attorneys for the State of Colorado

1525 Sherman Street, 5th Floor  
Denver, Colorado 80203  
Telephone: (303) 866-5079  
FAX: (303) 866-5443  
\*Counsel of Record

RICHARD BLUMENTHAL  
Attorney General of Connecticut

A handwritten signature in black ink, appearing to read "Steven M. Rutstein", written over a horizontal line.

Steven M. Rutstein  
Antitrust Department Head

A handwritten signature in black ink, appearing to read "Arnold B. Feigin", written over a horizontal line.

Arnold B. Feigin  
Assistant Attorney General  
110 Sherman Street  
Hartford, CT 06105  
Tel: (860) 808-5540  
Fax: (860) 808-5585


Signature by State of Delaware of agreement in *State Vitamin Purchaser Settlement Agreement*.

Dated: October 6, 2000  
Wilmington, DE

M. Jane Brady, Attorney General  
State of Delaware

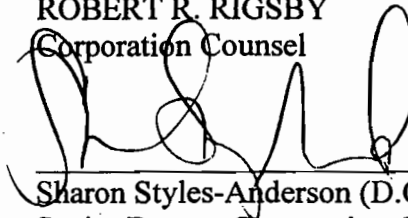
**ORIGINAL**

BY:

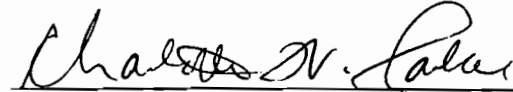


Stuart B. Drowos, Deputy Attorney General  
Antitrust Section  
Department of Justice  
State of Delaware  
Carvel Bldg. 6<sup>th</sup> Floor  
820 N. French Street  
Wilmington, DE 19801  
(302) 577-8400 (Voice)  
(302) 577-6630 (Fax)  
Sdrowos@State.de.us (e-mail)

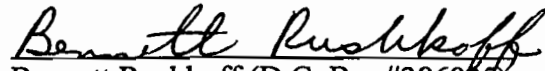
ROBERT R. RIGSBY  
Corporation Counsel



Sharon Styles-Anderson (D.C. Bar #412158)  
Senior Deputy Corporation Counsel for  
Public Protection and Enforcement



Charlotte W. Parker (D.C. Bar #186205)  
Acting Deputy Corporation Counsel  
Civil Division



Bennett Rushkoff (D.C. Bar #386925)  
Senior Counsel  
Office of the Corporation Counsel  
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Washington, DC 20001  
202-727-3500

Attorneys for the District of Columbia

**ROBERT A. BUTTERWORTH**

Attorney General

**RICHARD E. DORAN**

Deputy Attorney General

A handwritten signature in black ink, appearing to read 'P. Conners', with a long horizontal line extending to the right.

---

**PATRICIA A. CONNERS**

Chief, Antitrust Section

**LIZABETH A. LEEDS**

Assistant Attorney General

**DEVIN M. LAIHO**

Assistant Attorney General

Office of the Attorney General

Antitrust Section

PL-01, The Capitol

Tallahassee, Florida 32399

(850) 414-3600

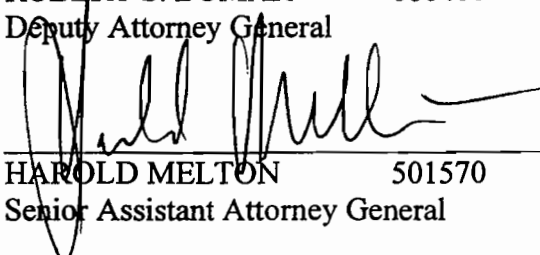
**COUNSEL FOR THE STATE OF  
FLORIDA**



STATE OF GEORGIA

By: THURBERT E. BAKER 033887  
Attorney General, State of Georgia

ROBERT S. BOMAR 066400  
Deputy Attorney General

  
HAROLD MELTON 501570  
Senior Assistant Attorney General


This 24<sup>th</sup> day of October, 2000

PLEASE DIRECT ALL  
COMMUNICATION TO:

HAROLD D. MELTON  
Senior Assistant Attorney General  
40 Capitol Square, S.E.  
Atlanta, Georgia 30334-1300  
(404) 656-3337

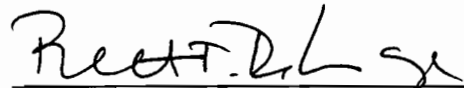
STATE OF HAWAII

EARL I. ANZAI  
Attorney General

By   
Thomas R. Keller  
First Deputy Attorney General

Complaint

ALAN G. LANCE  
ATTORNEY GENERAL  
STATE OF IDAHO

A handwritten signature in black ink, appearing to read "Brett T. DeLange", is written over a horizontal line.

BRETT T. DeLANGE (ISB No. 3628)

Deputy Attorney General  
Consumer Protection Unit  
Office of the Attorney General  
Len B. Jordan Building  
650 W. State St., Lower Level  
P. O. Box 83720  
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FAX: (208) 334-2830  
[bdelange@ag.state.id.us](mailto:bdelange@ag.state.id.us)

Illinois Attorney General  
James E. Ryan

By: Christine H. Rosso

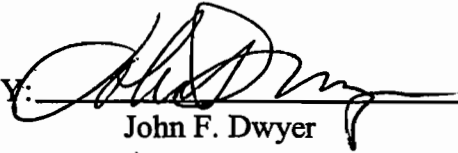
Christine H. Rosso  
Chief, Public Interest Division  
100 West Randolph Street  
Chicago, Illinois 60601  
(312) 814-5610  
[crosso@mail.state.il.us](mailto:crosso@mail.state.il.us)

Karen M. Freeman-Wilson by Jeffrey Slaughter

Karen M. Freeman-Wilson  
Attorney General of Indiana  
219 Statehouse  
Indianapolis, IN 46204  
(317) 232-6255

THOMAS J. MILLER  
ATTORNEY GENERAL OF IOWA

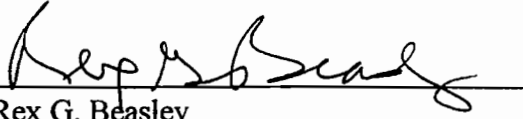
DATE: 10/2/00

BY:  \_\_\_\_\_

John F. Dwyer  
Attorney  
Iowa Dept. of Justice  
310 Maple Street  
Des Moines, Iowa 50312  
Tel: (515) 281-8414  
Fax: (515) 242-6564

**STATE OF KANSAS**

**CARLA J. STOVALL  
ATTORNEY GENERAL**

By 

Rex G. Beasley

Assistant Attorney General

120 S.W. 10th Avenue 2nd Floor

Topeka, Kansas 66612-1597

(785) 296-3751

Sincerely,

ALBERT B. CHANDLER III  
ATTORNEY GENERAL

A handwritten signature in black ink, appearing to read 'David R. Vandeventer', written over a horizontal line.

David R. Vandeventer  
Assistant Attorney General  
Consumer Protection Division  
(502)696-5389  
(502)573-8317-FAX



**ANDREW KETTERER**  
**Attorney General of Maine**

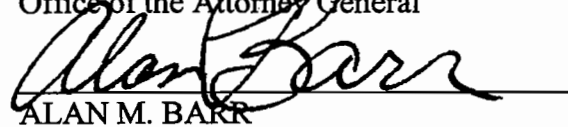
A handwritten signature in dark ink, appearing to read "Ackerman", written over a horizontal line.

**by: Francis Ackerman**  
**Assistant Attorney General**  
**Public Protection Division**  
**6 State House Station**  
**Augusta, Maine 04333**  
**207/626-8800**

J. JOSEPH CURRAN, JR.  
Attorney General

A handwritten signature in cursive script, reading "Ellen S. Cooper", written over a horizontal line.

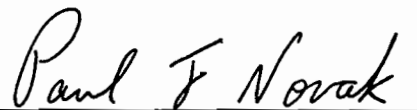
ELLEN S. COOPER  
Chief, Antitrust Division  
Assistant Attorney General  
Office of the Attorney General

A handwritten signature in cursive script, reading "Alan M. Barr", written over a horizontal line.

ALAN M. BARR  
Deputy Chief, Antitrust Division  
Assistant Attorney General  
Office of the Attorney General  
Antitrust Division  
200 St. Paul Place  
Baltimore, MD 21202  
(410) 576-6470  
Attorneys for the State of Maryland

STATE VITAMIN PURCHASER SETTLEMENT AGREEMENT

JENNIFER M. GRANHOLM  
ATTORNEY GENERAL  
STATE OF MICHIGAN

A handwritten signature in cursive script, reading "Paul F. Novak", is written over a horizontal line.

Paul F. Novak  
Assistant Attorney General  
Consumer Protection Division  
Antitrust and Franchise Section  
670 G. Mennen Williams Building  
525 W. Ottawa Street  
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Lansing, Michigan 48913

State of Minnesota  
MIKE HATCH  
Attorney General

By: 

JAMES R. CRASSWELLER  
Assistant Attorney General

445 Minnesota St., Suite 1100  
St. Paul, Minnesota 55101-2128  
(651) 282-5708

**COMPLAINT: PLAINTIFF STATES v. HOFFMAN-LA ROCHE INC., ROCHE  
VITAMINS, INC., AVENTIS ANIMAL NUTRITION S.A.; DAIICHI  
PHARMACEUTICAL CO., LTD.; EISAI CO., LTD.; TAKEDA CHEMICAL  
INDUSTRIES, LTD., AND BASF CORPORATION**

JOSEPH P. MAZUREK  
ATTORNEY GENERAL OF MONTANA

A handwritten signature in black ink, appearing to read 'S. Bullock', with a long horizontal flourish extending to the right.

Stephen C. Bullock  
Assistant Attorney General  
215 North Sanders  
P.O. Box 201401  
Helena, MT 59620-1401  
(406) 444-2026

DON STENBERG  
Attorney General of Nebraska

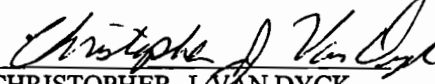
A handwritten signature in black ink, appearing to read "Dale A. Comer", written over a horizontal line.

Dale A. Comer  
Assistant Attorney General  
Chief, Legal Services Section

2115 State Capitol  
Lincoln, NE 68509  
Tel: (402) 471-2682

ATTORNEYS FOR THE PLAINTIFF  
STATE OF NEBRASKA

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ATTORNEY GENERAL OF NEVADA

By: 

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Deputy Attorney General

Nevada Bar #4403

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E-mail: [cjvandyc@ag.state.nv.us](mailto:cjvandyc@ag.state.nv.us)

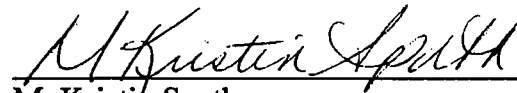
In the Matter of:

**STATE VITAMINS PURCHASER AGREEMENT**

DATED this 5 day of Oct, 2000.

STATE OF NEW HAMPSHIRE

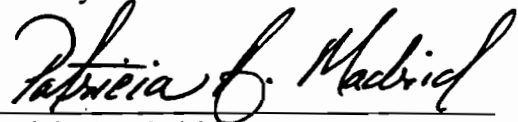
PHILIP T. MCLAUGHLIN  
ATTORNEY GENERAL



M. Kristin Spath  
Senior Assistant Attorney General  
Department of Justice  
33 Capitol Street  
Concord, New Hampshire 03301  
603-271-3643



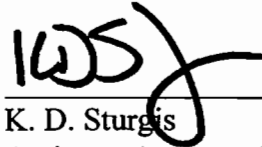
PATRICIA A. MADRID  
Attorney General of New Mexico

A handwritten signature in black ink, reading "Patricia A. Madrid", written over a horizontal line.

Patricia A. Madrid  
Attorney General  
Post Office Box 1508  
Santa Fe, New Mexico 87504-1508  
(505) 827-6000

MICHAEL F. EASLEY  
Attorney General of North Carolina

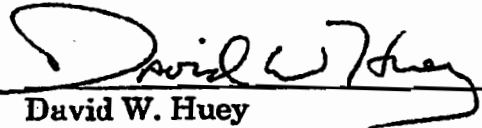
by:

A handwritten signature in black ink, appearing to read "KDS", written over a horizontal line.

K. D. Sturgis  
Assistant Attorney General  
State Bar No. 9486  
North Carolina Department of Justice  
Post Office Box 629  
Raleigh, NC 27602  
Telephone: (919) 716-6000


STATE OF NORTH DAKOTA  
Heidi Heitkamp  
Attorney General

BY:




David W. Huey  
Assistant Attorney General  
State Bar ID No. 04552  
Office of Attorney General  
State Capitol  
Bismarck, ND 58505-0040  
PH: 701-328-4175  
FAX: 701-328-3535

BETTY D. MONTGOMERY  
ATTORNEY GENERAL OF OHIO

By:   
Doreen C. Johnson  
Assistant Attorney General  
Chief, Antitrust Section  
140 E. Town Street, 12th Floor  
Columbus, Ohio 43215  
(614) 466-4328

W.A. DREW EDMONDSON  
OKLAHOMA ATTORNEY GENERAL

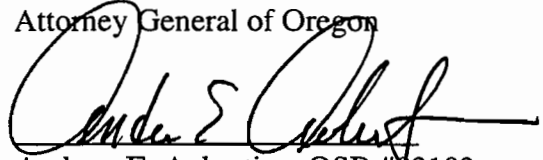


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JANE F. WHEELER, OBA NO. 9523  
THOMAS A. BATES, OBA NO. 15672  
ASSISTANT ATTORNEYS GENERAL  
4545 N. Lincoln Blvd., Suite 260  
Oklahoma City, Oklahoma 73105  
Phone: (405) 521-4274  
Fax: (405) 528-1867

HARDY MYERS

Attorney General of Oregon

A handwritten signature in black ink, appearing to read "Andrew E. Aubertine", written over a horizontal line.

Andrew E. Aubertine, OSB #83103

Assistant Attorney General

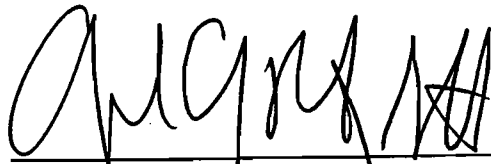
Oregon Department of Justice

1162 Court Street, N.E.

Salem, Oregon 97310

Phone: (503) 378-4732

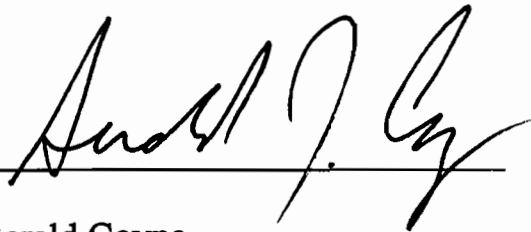
Fax: (503) 378-5187

A handwritten signature in black ink, appearing to read 'Angel E. Rotger-Sabat', written over a horizontal line.

Angel E. Rotger-Sabat  
Attorney General  
Commonwealth of Puerto Rico

SHELDON WHITEHOUSE

Attorney General of Rhode Island

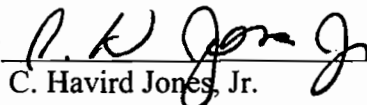
A handwritten signature in black ink, appearing to read "Gerald J. Coyne", written over a horizontal line.

Gerald Coyne  
Deputy Attorney General  
J.O. Alston, #3909  
Special Assistant Attorney General  
150 South Main Street  
Providence, RI 02903



STATE OF SOUTH CAROLINA

CHARLES M. CONDON  
Attorney General

: 

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Senior Assistant Attorney General  
P. O. Box 11549  
Columbia, SC 29211  
PH: (803) 734-3680  
FAX: (803) 734-3677

STATE OF SOUTH DAKOTA

A handwritten signature in black ink, appearing to read "Mark Barnett", is written over a horizontal line.

MARK BARNETT  
ATTORNEY GENERAL

STATE OF TENNESSEE



Paul G. Summers (BPR # 6285)  
Attorney General and Reporter

*J. Patrick Riceci by permission*  
*MB*

J. Patrick Riceci (BPR # 15746)  
Assistant Attorney General  
(615) 741-3694



Michael K. Bassham  
Assistant Attorney General (BPR # 13521)  
Antitrust Division  
425 5<sup>th</sup> Avenue North  
Nashville, Tennessee 37243  
(615) 741-6421

Counsel for the State of Texas

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Attorney General of Texas

ANDY TAYLOR  
First Assistant Attorney General

JEFFREY S. BOYD  
Deputy Attorney General for Litigation

DAVID A. TALBOT, JR.  
Chief, Consumer Protection Division

MARK TOBEY  
Assistant Attorney General  
Chief, Antitrust Section

SUSAN A. HUBER  
Assistant Attorney General

Office of the Attorney General of Texas  
P. O. Box 12548  
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(512) 463-2185  
(512) 320-0975 (Facsimile No.)

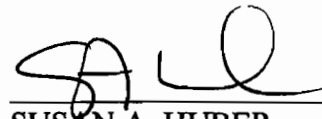
Respectfully submitted,

JOHN CORNYN  
Attorney General of Texas

ANDY TAYLOR  
First Assistant Attorney General

JEFFREY S. BOYD  
Deputy Attorney General for Litigation

DAVID A. TALBOT, JR.  
Assistant Attorney General  
Chief, Consumer Protection Division

A handwritten signature in black ink, appearing to read 'S. Huber', is written over a horizontal line.

SUSAN A. HUBER  
Assistant Attorney General  
Antitrust Section  
State Bar No. 10144950

Office of the Attorney General  
P. O. Box 12548  
Austin, Texas 78711-2548  
512/463-2185  
512/320-0975 (Facsimile)

Signature Block for the Vitamins Complaint for Utah

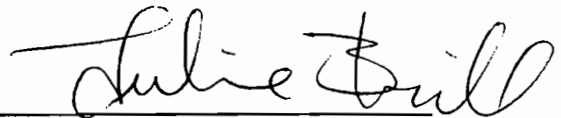
Dated this 23<sup>rd</sup> day of September, 2000

JAN GRAHAM  
Utah Attorney General

A handwritten signature in black ink, appearing to read "Wayne Klein". The signature is written in a cursive, flowing style.

WAYNE KLEIN  
Assistant Attorney General

In Re: State Vitamin Purchaser Settlement Agreement

A handwritten signature in cursive script, reading "Julie Brill". The signature is written in dark ink and is positioned above a horizontal line.

WILLIAM H. SORRELL  
ATTORNEY GENERAL OF VERMONT  
Julie Brill  
Vermont Assistant Attorney General  
Director of Antitrust  
Office of the Vermont Attorney General  
109 State Street  
Montpelier, VT 05609-1001  
(802) 828-3658

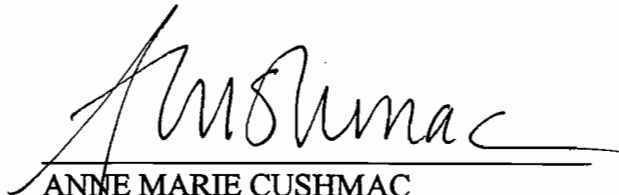
September 26, 2000

STATE VITAMIN PURCHASERS ANTITRUST LITIGATION  
COMPLAINT

MARK L. EARLEY  
Attorney General

DATED: September 25, 2000

BY:

  
ANNE MARIE CUSHMAC  
Assistant Attorney General  
Antitrust and Consumer Litigation Section  
Office of the Attorney General  
900 East Main Street  
Richmond, Virginia 23219  
(804) 786-2116  
(804) 786-0122 (fax)



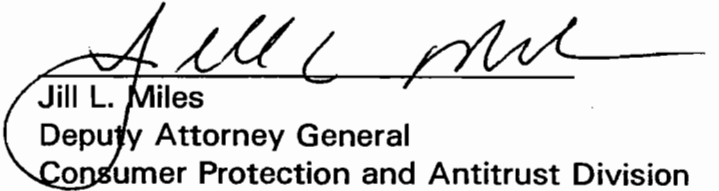
STATE OF WASHINGTON

CHRISTINE O. GREGOIRE  
Attorney General of Washington

A handwritten signature in black ink, appearing to read "Wm P. Nicholson", written over a horizontal line.

WILLIAM P. NICHOLSON  
Antitrust Division  
900 Fourth Avenue, Suite 2000  
(206) 464-7015 (phone)  
(206) 587-5636 (fax)


STATE OF WEST VIRGINIA ex rel.  
DARRELL V. McGRAW, JR.  
ATTORNEY GENERAL



Jill L. Miles  
Deputy Attorney General  
Consumer Protection and Antitrust Division  
Post Office Box 1789  
Charleston, WV 25326  
(304) 558-8986

**STATE OF WISCONSIN**

**JAMES E. DOYLE**  
Attorney General

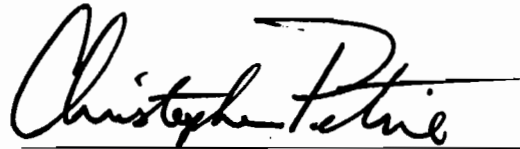
By:   
Kevin J. O'Connor  
Assistant Attorney General  
Wisconsin Department of Justice

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

STATE OF NEW YORK, *ex. rel.*  
Attorney General ELLIOT SPITZER, *et al.*  
Plaintiffs, v. HOFFMAN-LA ROCHE INC.,  
*et. al.*, Defendants.

DATED the 26<sup>th</sup> day of September, 2000.

GAY WOODHOUSE  
ATTORNEY GENERAL OF WYOMING

A handwritten signature in cursive script, reading "Christopher Petrie", written over a horizontal line.

Christopher Petrie  
Assistant Attorney General  
123 Capitol Building  
Cheyenne, WY 82002  
(307) 777-5838